

RECORDATION NO. 23496-F

FILED

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

January 11, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Cession), dated as of October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) previously filed with the Board under Recordation Number 23496-B.

The names and addresses of the parties to the enclosed document are:

Assignor: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

Assignee: Amtrak Trust HS-EDC-1
c/o Wilmington Trust Company
1100 North Market Street
Wilmington DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company
(successor to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21202

Mr. Vernon A. Williams
January 11, 2007
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A description of the railroad equipment covered by the enclosed document
is:

1 High Speed Transet Number 10 (consisting of 8 cars: AMTK 2016,
AMTK 2038, AMTK 3214, AMTK 3306, AMTK 3413, AMTK 3533, AMTK
3534 and AMTK 3540).

A short summary of the document to appear in the index is:

Termination and Release (Cession).

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

TERMINATION AND RELEASE
CESSION

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), AMTRAK TRUST HS-EDC-1, a Delaware business trust (the "Trust") all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee") and MANUFACTURERS AND TRADERS TRUST COMPANY, successor to Allfirst Bank, a New York banking corporation, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-1), dated as of November 6, 2000 between Indenture Trustee and US Lessor.

WITNESSETH:

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession) dated as of May 23, 2001 (the "Cession"), which was filed and recorded on May 23, 2001 at 12:57 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23496-B;

WHEREAS, the Cession provided for the assignment to the Owner Trustee by Amtrak of its rights as lessee of the Units under a Cr dit-Bail dated September 25, 2000 (as amended and supplemented, the "Head Lease"), between Amtrak and SNC Fintrack Harmattan (the "Head Lessor");

WHEREAS, the Head Lease has been terminated and the Head Lessor has transferred all of its right, title and interest in and to the Units to Owner Trustee pursuant to one or more bills of sale;

WHEREAS, in connection with the foregoing, parties desire to evidence and confirm the termination of the Head Lease and the Cession;

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Lease is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession is hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid

obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein 2/5
Name: Dale M. Stein
Title: Treasurer

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity by solely as trustee

Name:
Title:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

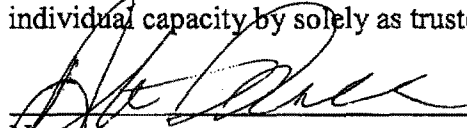
IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as trustee


Name: Anita Roselli
Title: Senior Financial Services Officer

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

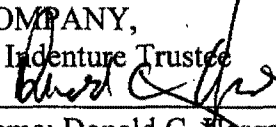
By: _____
Name:
Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity by solely as trustee

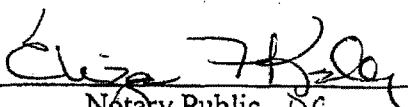
Name:
Title:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By:  _____
Name: Donald C. Hargadon
Title: Vice President

)
DISTRICT OF COLUMBIA) ss
)

On this 21st day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he/~~she~~ is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

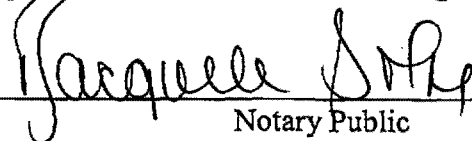


Notary Public, DC

My Commission Expires: July 31, 2009

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 21 day of December, 2006, before me personally appeared
Anita Roselli, to me personally known, who, by me being duly sworn, says
that he/she is Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that the
foregoing instrument was signed on behalf of said Delaware banking corporation by authority of
its board of directors, and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.



Notary Public

My commission expires: JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

STATE OF MARYLAND

)
) ss.:
)

CITY OF BALTIMORE

On this 21st day of December 2006, before me personally appeared Donald C. Hargadon, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Vice President by authority of its Board of Directors, and he/~~she~~ acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Clark
Notary Public

My commission expires: 31/108

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) High-Speed Trainset Number 10 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of	
Two (2) Power Cars	AMTK 2038 AMTK 2016
One (1) First Class Car	AMTK 3214
Three (3) Coach Cars	AMTK 3534 AMTK 3540 AMTK 3533
One (1) Bistro Car	AMTK 3306
One (1) End Coach Car	AMTK 3413

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/11/07



Robert W. Alvord